

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND
SERVICES LTD.,

Plaintiff,

-against-

SUPER CRYPTO MINING, INC. n/k/a
DIGITAL FARMS, INC., and DPW
HOLDINGS, INC. n/k/a AULT GLOBAL
HOLDINGS, INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

EXHIBIT W

**TO DECLARATION OF DASHA CHESTUKHIN
IN SUPPORT OF PLAINTIFF'S OPPOSITION TO DEFENDANTS'
MOTION TO DISMISS THE FIRST AMENDED COMPLAINT
PURSUANT TO FRCP 12(b)(2) AND 12(b)(6)**

Message

From: darren@supercrypto.com [darren@supercrypto.com]
Sent: 4/20/2018 10:17:01 AM
To: sales@timberlane-mldg.com
Subject: 600 miner update

Hi Willy,

Happy Friday. I just spoke with our CFO and it looks like we are a bit behind because of the filing earlier this week. He expects that we will have the funds to make the final purchase next week but I'll keep you updated.

Thank you,

Darren Magot
www.supercryptomining.com
714-887-6377

Message

From: darren@supercrypto.com [darren@supercrypto.com]
Sent: 4/24/2018 10:13:48 AM
To: sales@timberlane-mldg.com
CC: 'Joe Kalfa - NADW' [joekalfa@gmail.com]; 'Thomas Rose' [TRose@srfkllp.com]; 'Milton Ault III' [todd@dpwholdings.com]
Subject: RE: payment

Good morning Willy,

I'm flying to Indiana to ensure that the machines are being connected. I spoke with Todd yesterday and we are working on finalizing the financing timing for the last 600 machines. It appears that we are looking at later this week at the earliest. I will keep you updated as the timing becomes more clear.

We are anxious to make the payment so we can receive the machines and get them running.

Thank you,

Darren Magot
www.supercryptomining.com
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Tuesday, April 24, 2018 8:29 AM
To: darren@supercrypto.com
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>; 'Thomas Rose' <TRose@srfkllp.com>
Subject: payment

Do you know when the funds will be available to be released from Escrow? Last week you had said it would be Friday or early this week.

BTW, your 1st shipment delivered yesterday, as scheduled.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

Message

From: darren@supercrypto.com [darren@supercrypto.com]
Sent: 5/1/2018 11:13:59 AM
To: sales@timberlane-mldg.com
CC: 'Todd Ault' <todd@ault.com>; 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Update

Hi Willy,

I'm back in town today and went right into meetings. I'm working to get Todd between meetings so we can call you together on the next opportunity.

However, we are working on the financing and hope to make the final payment this week. I'll let you know when I get time slots from Todd.

Darren Magot
www.supercryptomining.com
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Tuesday, May 1, 2018 11:01 AM
To: 'Darren Magot' <darren@supercrypto.com>
Cc: 'Todd Ault' <todd@ault.com>; 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Update

I haven't received a reply to my voice mail or email.

We need to talk.

Without communication you leave us very few options.

We want to work with you to help you fulfill your obligation but we need to understand the situation to see if we can help.

Just pushing this off day by day is not acceptable.

Let's talk and see if we can get to the finish line.

Please call asap

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: Darren Magot [<mailto:darren@supercrypto.com>]
Sent: April 30, 2018 10:08 AM
To: sales@timberlane-mldg.com
Cc: Todd Ault <todd@ault.com>; Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: Re: Update

Good morning Willy

I'm told that I won't have an update until tomorrow on the timeline. Once the month is closed however I do want the machines ASAP so will continue to push the payment for the last set of machines.

Darren Magot
(714)887-6377

On Apr 30, 2018, at 7:09 AM, Willy Tencer <sales@timberlane-mldg.com> wrote:

I didn't hear back from anyone on Friday.
Have you determined when the balance of the machines will be moving out?
I recall in previous discussions that you had said you must have these machines moved out by April 30th.
We need to move these machines. I would like to get a firm response as to why this is being delayed and when payment will be finalized.
It is unjust to request extension of payment without giving us information on a new ship date.
Please respond today.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: darren@supercrypto.com [mailto:darren@supercrypto.com]
Sent: April 27, 2018 9:28 AM
To: 'Willy Tencer' <sales@timberlane-mldg.com>; 'Todd Ault' <todd@ault.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Update

Good morning Willy,

I'm am very sorry for the delayed reply. I have been in Indiana working to ensure that all the machines are unboxed and started. Todd has been at a Microcap convention in Las Vegas as a speaker this week so we both have been out of pocket. We expect to be able to talk today about the timing of the financing for the 600 machines. I have power and rack space to start them immediately so I want them right away. I expect that we are looking at early next week but please let me connect with Todd today and get back with our final plan.

Thank you again for understanding and I'm so sorry for the delay.

Darren Magot
www.supercryptomining.com
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Thursday, April 26, 2018 1:15 PM
To: 'Todd Ault' <todd@ault.com>
Cc: Darren Magot <darren@supercrypto.com>; 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: Update

Do you have the payment update?
Would like to get this shipped this week.

Willy Tencer
Blockchain Mining Supply and Services Ltd
200-345 Wilson Ave.
Toronto, On. Canada
M3H 5W1
Tel. 416 398 1198
Fax. 416 398 0878
sales@timberlane-mldg.com

Message

From: AULT [darren@ault.com]
Sent: 6/1/2018 7:42:15 PM
To: sales@timberlane-mldg.com; 'Joe Kalfa - NADW' [joekalfa@gmail.com]
CC: 'Milton Ault III' [todd@dpwholdings.com]
Subject: SCM 600 machine update

Hello Willy,

I'm emailing to make it clear that SCM will honor our obligation to finalize the purchase of the last 600 machines. We however had a number of transactions occur recently, at the parent company level, related to acquisitions and growth. These transactions created unexpected delays and approvals that have delayed our ability to meet the original timeline/plan. With that said, we still will purchase the machines and will honor our obligation with you.

We appreciate your understanding and willingness to think creatively on a solution. The attorneys and the board are unable to approve new agreements or special arrangements so we are going to have to hold to our original plan to pay as soon as feasibly possible. The circumstances change daily so I'm unable to provide an exact date at this time but will continue to provide updates as they come. Your payment is a priority for us.

If you so choose, we would be willing to place the 600 machines in our Indiana location and pay you in BTC every week on what we mine. This would simply be a way to speed up the payment if you where interested in this as an option. I'm estimating for example that those 600 machines could mine approximately .4 BTC per day. At \$7,500 BTC that would be \$3,000 USD per day or \$21,000 USD per week. Our CFO has approved that we could transfer the roughly 2.8 BTC (.4 per day x 7 days) each week from our wallet to yours.

As you know, I wish I could have found a better solution but offer what I'm able to at this time.

Thank you,

Darren Magot
714-887-6377

Message

From: darren@supercrypto.com [darren@supercrypto.com]
Sent: 6/14/2018 8:34:47 AM
To: sales@timberlane-mldg.com; 'Milton Ault III' [todd@dpwholdings.com]
CC: 'Joe Kalfa - NADW' [joekalfa@gmail.com]; 'Doyle, Kieran' [KGD@cll.com]
Subject: RE: default notice.

Hello Willy,

Thank you for your email and for working with us. We still plan to honor the agreement and will continue to work to get back with timing.

Darren Magot
www.supercryptomining.com
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Wednesday, June 13, 2018 7:17 AM
To: darren@supercrypto.com; 'Milton Ault III' <todd@dpwholdings.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>; 'Doyle, Kieran' <KGD@cll.com>
Subject: default notice.

Obviously very disappointed not to have received a response.

We have given our best efforts to work with you in good faith. With an understanding of your financial difficulties, we granted you many extensions to your payment obligations arising under the agreement, which are now months overdue. However despite your repeated assurances for payment, you continue to fail to satisfy the outstanding balance owed to us.

We maintain that you have not demonstrated any good faith in return, (other than the \$5000.00), since our telephone conversation of 2 weeks ago where you stated that the machines will be paid off in 10 business days from that time. We note that this has not occurred.

We have agreed to your proposed guarantee, yet you still failed to present any further financial plan and commitment. Understandably, we needed to see that you are liquid if we were to continue to enter into any payment arrangement with you.

You have delayed us more than commercially reasonable. Unfortunately these extensions of time have come to an end.

We must now declare you in default of our contract and will be handing this over to our U.S. Attorney. Be advised that once legal action will commence, we will be seeking our full damages in addition to pre and post judgement interest as well as our full legal fees.

We apologize that it has come to this, however without action from you, you have given us no other choice than to commence suit.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: Willy Tencer [mailto:sales@timberlane-mldg.com]

Sent: June 12, 2018 9:37 AM

To: 'darren@supercrypto.com' <darren@supercrypto.com>; 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>

Subject: RE: agreement amendment

Very disheartening to receive your last email!

I have agreed to your version of the guarantee without changes, and you still can't send it back signed?!

I have given endless extensions, and been assured of payment from your side countless times, but this is pushing things...

I need the guarantee along with your new proposed payment plan signed this morning from you.

I'm willing to work with you one last time to get this resolved.

I will accept a maximum extension of that first payment by Tuesday next week, so you can adjust that in the contract if absolutely needed on your end.

But I reiterate, I must have the guarantee signed from your side this morning.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: darren@supercrypto.com [mailto:darren@supercrypto.com]

Sent: June 11, 2018 6:12 PM

To: sales@timberlane-mldg.com; 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>

Subject: RE: agreement amendment

Thank you Willy,

I'm being told that the funding is coming but that I can't yet commit to the full payment today or this week. I know that you want something that you can count on and that is clearly outlined. I believe that had some money wired today and I'll find out how much from his banking manager. I have to find out more and will do so in order to finalize the agreement in a way that outlines feasible terms that will be met. I'm sure you agree that we can't have anymore missed commitments.

More to come.

Darren Magot

www.supercryptomining.com

714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>

Sent: Monday, June 11, 2018 12:08 PM

To: darren@supercrypto.com; 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>

Subject: RE: agreement amendment

Ok. We're with you. we want to move this forward. We'll agree to your attorney's guarantee. Please sign the guarantee and the amended Purchase agreement today. Please confirm that you are sending the agreed upon wire today. And we'll make arrangements to have the machines released.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: darren@supercrypto.com [mailto:darren@supercrypto.com]
Sent: June 11, 2018 1:47 PM
To: sales@timberlane-mldg.com; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: agreement amendment

Hi Willy,

I know and struggle with it as well. I'm told that it's a matter of being consistent across the board with any guaranty. They won't consider any changes because of this objective to not customize or deviate from a standard previously approved document.

I hope that after reading it again that we can move forward.

Darren Magot
www.supercryptomining.com
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Monday, June 11, 2018 10:39 AM
To: darren@supercrypto.com; 'Milton Ault III' <todd@dpwholdings.com>
Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: agreement amendment

That's surprising.
Which clause of the guarantee are they objecting to?
It seemed pretty straight forward to me.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: darren@supercrypto.com [mailto:darren@supercrypto.com]
Sent: June 11, 2018 1:16 PM
To: sales@timberlane-mldg.com; 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>

Subject: RE: agreement amendment

Hello Willy,

I hope that this isn't a deal breaker but I'm not being given approval for any alterations to the Guaranty. The attorneys and Board are saying that our only option is to accept the attached as is. I'm sorry that I couldn't help with the changes.

If you are willing to move forward with the attached in it's current form I will continue to work to get approval on the Amendment.

Darren Magot

www.supercryptomining.com

714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>

Sent: Monday, June 11, 2018 8:40 AM

To: darren@supercrypto.com; 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>

Subject: RE: agreement amendment

Thanks.

Please make sure this gets signed today.

We can not let this go on any longer.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

sales@timberlane-mldg.com

From: darren@supercrypto.com [mailto:darren@supercrypto.com]

Sent: June 11, 2018 11:28 AM

To: sales@timberlane-mldg.com; 'Milton Ault III' <todd@dpwholdings.com>

Cc: 'Joe Kalfa - NADW' <joekalfa@gmail.com>

Subject: RE: agreement amendment

Good morning and thank you Willy.

I'm reviewing and will reply today after sharing with the attorneys.

Darren Magot

www.supercryptomining.com

714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>

Sent: Monday, June 11, 2018 8:25 AM

To: 'Darren Magot' <darren@supercrypto.com>; 'Milton Ault III' <todd@dpwholdings.com>

Cc: Joe Kalfa - NADW <joekalfa@gmail.com>

Subject: agreement amendment

The agreement amendment is fine but for some reason the attorney repeated only the boiler plate terms but left out some other terms.

Just to be clear we have simplified / modified it so that all is clear.

In addition, Your version had final payment date as July 31/18 but previously you had requested it to be Aug. 15/18. So we have inserted that change.

The amendment now states the new payment terms and that you will be able to pick up the machines once the 1st payment is received.

All other terms and conditions remain the same as original agreement.

Please sign the attached agreement and return to me today along with the guarantee.

This should finally bring your pick up of the machines to a close.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

Message

From: Darren Magot [darren@supercrypto.com]
Sent: 9/14/2018 12:47:34 PM
To: Milton Ault III [todd@dpwholdings.com]; Willy Tencer [wtencer@midcitycapital.ca]
CC: Joe Kalfa - NADW [joekalfa@gmail.com]; Will Horne [will@dpwholdings.com]
Subject: RE: payment

Hi Willy,

We wanted to be sure that you saw our announcement today where we got approval to raise \$23.50 million and we have begun that process to repay all outstanding debts. <https://finance.yahoo.com/news/dpw-holdings-announces-25-million-105000065.html>

We would like to proceed by paying the current outstanding balance with the funds raised via the preferred outlined above. We expect funds to begin to become available as soon as next week so we expect to have a clearly outlined payment plan for both the machines as well as the storage invoice. It really just depends on the effectiveness of our marketing plan that will begin on Monday.

Thank you,

Darren Magot
714-887-6377

From: Milton Ault III <todd@dpwholdings.com>
Sent: Friday, September 14, 2018 12:19 PM
To: Willy Tencer <wtencer@midcitycapital.ca>
Cc: Darren Magot <darren@supercrypto.com>; Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: Re: payment

just got approved

On Fri, Sep 14, 2018 at 10:36 AM, Willy Tencer <wtencer@midcitycapital.ca> wrote:

Are we done??

Where do we go from here?

Please give me the latest.

thx

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
wtencer@midcitycapital.ca